

278271

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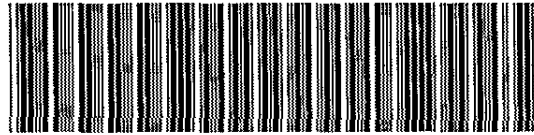
(Business Entity Name)

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Amended & Restated

09/06/06--01015--001 **218.75

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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06 SEP -6 AM 9:43

9/6/06

Sonstate Research

Requester's Name

Address

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6056-5454

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. American Golf Course
(Corporation Name) (Document #)
2. Construction Company
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☒ Amendment / Restated
☒ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2006 SEP -6 PM 12: 24

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

AMERICAN GOLF COURSE CONSTRUCTION COMPANY

WHEREAS, the Articles of Incorporation of AMERICAN GOLF COURSE CONSTRUCTION COMPANY (the "Corporation") were filed with the Florida Department of State on February 7, 1964; and

WHEREAS, it is the intention of the Board of Directors and Shareholders of the Corporation that the Articles of Incorporation of the Corporation be amended and restated, effective on the date of filing of these Amended and Restated Articles with the Secretary of State; and

WHEREAS, these proposed Amended and Restated Articles of Incorporation of the Corporation as hereinafter set forth were approved by unanimous written consent of the Board of Directors and Shareholders, pursuant to the provisions of Sections 607.1003, 607.0704, and 607.0821 of the Florida Business Corporation Act as of the 2nd day of January, 2006.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended and restated, as follows:

ARTICLE I

Name

The name of this corporation is **AMERICAN GOLF COURSE CONSTRUCTION COMPANY**. The principal place of business of the corporation is 3801 Bayview Drive, Ft. Lauderdale, Florida 33308. The mailing address of the corporation is 3801 Bayview Drive, Fort Lauderdale, Florida 33308, Attention: Accounting.

ARTICLE II

Existence of Corporation

This corporation shall begin existence on the date of filing of these Articles with the Secretary of State, Division of Corporations for the State of Florida and shall have perpetual existence.

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV
Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 500 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V
Registered Office and Registered Agent

The street address of the corporation's registered office is 300 South Orange Avenue, Suite 1000 (JGH), Orlando, Florida 32801-5403, and the name of the corporation's registered agent is Corporation Company of Orlando. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VI
Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation are hereby executed on behalf of the Corporation by its President this 2nd day of January, 2006.

AMERICAN GOLF COURSE CONSTRUCTION
COMPANY

By: 
Michael R. Dayhoff, President